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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

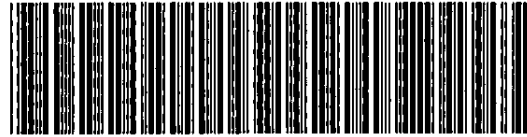
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2014 JAN 21 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Guffyen FEB 11 2014

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Elro Venture Investments USA, LLC  
(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 605.1045, F.S.

Please return all correspondence concerning this matter to:

David A. Webster

(Contact Person)

Webster & Partners, P.L.

(Firm/Company)

450 N Wymore Road

(Address)

Winter Park, FL 32789

(City, State and Zip Code)

dmuckunlall@wplawyers.com

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

David A. Webster at ( 407 ) 691-0500

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$150.00 Filing Fees  
(\$25 for Conversion  
& \$125 for Articles  
of Organization)

☐ \$155.00 Filing Fees  
and Certificate of  
Status

☐ \$180.00 Filing Fees  
and Certified Copy

☐ \$185.00 Filing Fees,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 11, 2014

DAVID A. WEBSTER  
WEBSTER & PARTNERS, P.L.  
450 N. WYMORE ROAD  
WINTER PARK, FL 32789

SUBJECT: ELRO VENTURE INVESTMENTS USA, LLC  
Ref. Number: W14000005244

We have received your document for ELRO VENTURE INVESTMENTS USA, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 214A00001758

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2014 JAN 21 PM 12: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Limited Liability Company**

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.605.1045, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Elro Venture Investments USA Limited A02-696  
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Partnership 5/16/02  
(Enter entity type. Example: corporation, limited partnership,  
general partnership, common law or business trust, etc.)

First organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

3. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Elro Venture Investments USA, LLC  
(Enter Name of Florida Limited Liability Company)

4. If not effective on the date of filing, enter the effective date: January 21, 2014  
(The effective date: 1) cannot be prior to date of receipt or filed date nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

5. The plan of conversion has been approved in accordance with ss. 605.1041-605.1046.

Signed this 16<sup>th</sup> day of JANUARY, 2014.

**Signature of Authorized Representative of Limited Liability Company:**

Signature of Authorized Representative: \_\_\_\_\_

Printed Name: Paul G. Wolmarans

Title: President

**Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]**

Signature: \_\_\_\_\_

Printed Name: Paul G. Wolmarans

Title: Manager

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

**If Florida Corporation:**

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**All others:**

Signature of an authorized person.

**Fees:**

Articles of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

**ARTICLES OF ORGANIZATION  
OF  
ELRO VENTURE INVESTMENTS USA, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 605, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I  
NAME**

The name of this Limited Liability Company (the "Company") shall be **ELRO VENTURE INVESTMENTS USA, LLC**.

**ARTICLE II  
DURATION**

Unless earlier terminated pursuant to the Act or the operating agreement (as defined in §0105) of this Company, the period of its duration shall be perpetual.

**ARTICLE III  
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

ELRO VENTURE INVESTMENTS USA, LLC  
516 Cooper Commerce Drive, Suite 200  
Apopka, Florida 32703

**ARTICLE IV  
REGISTERED AGENT**

The registered office of this Company shall be 450 North Wymore Road, Winter Park, Florida 32789, and its initial registered agent at such office shall be W&P Services, Inc.

**ARTICLE V  
ADDITIONAL MEMBERS**

Pursuant to §605.0401, of the Act, additional Members may be admitted as provided in the operating agreement, as amended from time to time.

**ARTICLE VI  
CONTINUATION OF BUSINESS**

Pursuant to §605.701, Florida Statutes, this Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no Members.

**ARTICLE VII  
MANAGEMENT OF THE COMPANY**

This Company will be managed by Manager(s) appointed by the Members in accordance with the terms of the operating agreement. As such, the Company will be Manager-managed. Such Managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The Company may also designate persons as Directors, under the Operating Agreement, who shall act in a manner similar to directors of a corporation. The Members, at a meeting of the Members held not less often than annually, shall designate the Managers, who may also be Members, and the positions that such Managers shall hold. The initial Managers, who shall serve until the first annual meeting of the Members or until their successors are elected and qualify, and their designations shall be as follows:

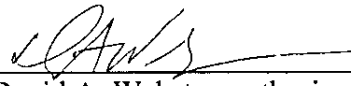
Directors: **Paul G. Wolmarans**

Officers: **Paul G. Wolmarans - President/Secretary/Treasurer**

The address of the Managers shall be as follows:

516 Cooper Commerce Drive, Suite 200  
Apopka, Florida 32703

IN WITNESS WHEREOF, the undersigned, a Member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §605.0203 of the Act.

  
\_\_\_\_\_  
David A. Webster, authorized agent for a  
Member of the Company


Dated: 16 January 2014

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 605, Florida Statutes, as amended from time to time (the "Act"), the following is submitted:

**ELRO VENTURE INVESTMENTS USA, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates W&P Services, Inc., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 450 North Wymore Road, Winter Park, Florida 32789.


DATED this 16 day of January, 2014.

  
David A. Webster, authorized agent for a  
Member of the Company

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W&P Services, Inc., as its president, hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 16 day of January 2014.

W&P Services, Inc., a Florida corporation

By:   
David A. Webster, President

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2014 JAN 21 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA